

**EXHIBIT S TO
CISNEROS DECLARATION IN
SUPPORT OF PLAINTIFFS'
SUPPLEMENTAL MOTION FOR
CLASS CERTIFICATION
[ECF NO. 418-2]
REDACTED VERSION**

15 VIDEO DEPOSITION OF SHONA BROWN
16 January 30, 2013
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19 REPORTED BY: GINA V. CARBONE CSR NO. 8249 RRP CCRP

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09:23:47 1 would be a very hands on corporate strategy group.

09:23:55 2 Q. And could you elaborate what you mean by People

09:23:57 3 Operations.

09:24:02 4 A. The People Operations group is a name that I

09:24:06 5 chose because it primarily because the group was

09:24:13 6 inclusive of human resources but broader than that.

09:24:17 7 The focus was what you might call administrative G&A

09:24:21 8 pieces so, for example, the chefs all used to work for

09:24:24 9 me. We had quite a few of them. But it was inclusive

09:24:28 10 of all of the traditional aspects of human resources,

09:24:32 11 some parts that you might include in facilities, some

09:24:36 12 parts you might include in finance.

09:24:39 13 Q. And you mentioned GMA. What does that stand

09:24:44 14 for?

09:24:44 15 A. G&A, sorry. Functionally G&A, I guess it's

09:24:49 16 general and administrative.

09:24:52 17 Q. Oh.

09:24:53 18 MR. RUBIN: G&A.

09:24:56 19 THE WITNESS: Yeah. Sorry. Ampersand.

09:25:00 20 MR. HARVEY: Q. Okay. In your role as vice

09:25:01 21 president of business operations, you oversaw Google's

09:25:06 22 recruiting, correct?

09:25:10 23 A. Yes. Recruiting was a was part of my

09:25:13 24 group's mandate, and I would have had somebody I

09:25:19 25 would have had somebody running recruiting, though I do

09:25:23 1 not recall at that time who it was to be honest.

09:25:25 2 Q. Is that the role Mr. Geshuri eventually

09:25:28 3 occupied?

09:25:28 4 A. At one point in time, Mr. Geshuri was running a

09:25:32 5 good chunk of recruiting.

09:25:42 6 Q. Was compensation part of your purview?

09:25:44 7 A. Yes. Compensation was also part of that People

09:25:47 8 Operations group's purview.

09:25:50 9 Q. And so you had responsibility to design and

09:25:56 10 supervise a pardon me, supervise compensation at

09:26:00 11 Google company wide, correct?

09:26:03 12 A. I would say that that's a fair description,

09:26:04 13 that the purview included design and monitoring and

09:26:09 14 oversight for compensation programs across the company.

09:26:12 15 Yes.

09:26:16 16 Q. And these responsibilities and these

09:26:23 17 responsibilities, as you've described them, did you keep

09:26:30 18 those responsibilities until you moved to head

09:26:37 19 Google.org?

09:26:41 20 A. No. I did not keep the responsibilities for

09:26:44 21 that entire period of time. At a point, I actually

09:26:50 22 transitioned all of the People Operations group under

09:26:55 23 the responsibility of Laszlo Bock who did report to me.

09:27:00 24 And then at a point in time, I moved Laszlo from

09:27:04 25 reporting to me up to reporting to Eric so that I was no

09:27:07 1 longer operationally responsible for that group. That
09:27:14 2 happened prior to me moving to my responsibilities with
09:27:17 3 Google.org so I continued on in my responsibilities with
09:27:22 4 business operations while not having any direct
09:27:24 5 oversight over People Operations.

09:27:27 6 Q. What I'm trying to pinpoint is when those moves
09:27:31 7 happened. So starting in I believe you said August of
09:27:35 8 2003, you had this wider set of responsibilities
09:27:37 9 reporting directly to Eric Schmidt.

09:27:41 10 When did you move what you described as People
09:27:46 11 Operations to Laszlo Bock?

09:27:48 12 A. I don't actually recall specifically when
09:27:53 13 Laszlo moved from reporting to me to reporting to Eric.

09:27:58 14 Q. But when did Laszlo Bock enter the picture so
09:28:01 15 that he took over some of those responsibilities but
09:28:03 16 reported to you?

09:28:06 17 A. I don't recall when we hired Laszlo, but I
09:28:09 18 hired Laszlo to come in and work for me. And I gave him
09:28:13 19 a set of responsibilities in People Operations. I don't
09:28:17 20 recall if I gave him all of the pieces when he first
09:28:21 21 joined or not, actually.

09:28:24 22 Ultimately, I gave him all of the pieces of
09:28:26 23 People Operations, rolling up to him, reporting to me
09:28:31 24 and then at some point in time, I transitioned him to
09:28:34 25 report directly to Eric Schmidt.

10:03:18 1 MR. HARVEY: What kind of break do you want to
10:03:19 2 take?
10:03:20 3 MR. RUBIN: Ten minutes.
10:03:20 4 MR. HARVEY: That's fine.
10:03:21 5 THE VIDEOGRAPHER: The time is 10:03 a.m.
10:03:23 6 We're going off the record. Sorry. This is end of
10:03:29 7 video No. 1.
10:03:30 8 Off the record.
10:03:33 9 (Recess taken.)
10:07:30 10 THE VIDEOGRAPHER: This is the beginning of
10:18:48 11 video No. 2 in the deposition of Shona Brown. The time
10:18:50 12 is 10:18 a.m.
10:18:52 13 We're back on the record.
10:18:56 14 MR. HARVEY: Q. I believe you mentioned
10:18:57 15 earlier that Google recruited people, correct?
10:19:03 16 A. Yes. Google recruited people.
10:19:06 17 Q. And during your time at Google, Google grew at
10:19:10 18 a rapid pace, correct?
10:19:11 19 MR. RUBIN: Objection. Vague.
10:19:17 20 THE WITNESS: Google grew significantly as an
10:19:19 21 organization from the time that I joined through the
10:19:21 22 period in question. Yes.
10:19:24 23 MR. HARVEY: Q. And well, why don't I
10:19:28 24 do this with more specificity. Give me one moment.
10:19:56 25 I'm going to show you what has been marked as

10:19:59 1 Plaintiffs' Exhibit 634. If you could take a look at
10:20:03 2 that and let me know when you're ready.

10:20:07 3 (Whereupon, Exhibit 634 was marked for
10:20:07 4 identification.)

10:20:44 5 THE WITNESS: Okay. I'm ready.

10:20:47 6 MR. HARVEY: Q. So I'm just going to
10:20:48 7 represent that this is a summary of data as produced
10:20:52 8 by Google to plaintiffs in this case.

10:20:55 9 And you began work in 2003 when the total
10:21:00 10 number of employees in Google's data was approximately
10:21:04 11 1309, and for the most recent year, we have data, the
10:21:08 12 total number of employees is 17,890.

10:21:12 13 That represents significant growth, correct?

10:21:16 14 A. Could I ask you a question about the data?

10:21:18 15 Q. Please.

10:21:19 16 A. Is this meant to be global data or U.S. only?

10:21:22 17 Q. U.S. only.

10:21:24 18 A. Okay. That makes sense.

10:21:28 19 When I started, there were, I think, slightly
10:21:31 20 under a thousand people. It looks consistent with this
10:21:34 21 data. I have no reason to believe this is wrong.

10:21:37 22 Q. Okay.

10:21:38 23 A. And the adjective used is irrelevant, really.
10:21:43 24 I mean, you can just look at the numbers and we were
10:21:45 25 around a thousand, and as you point out, most recently

10:21:49 1 in the U.S., looks like a little under 18,000.

10:21:55 2 Q. Sure.

10:21:55 3 And Google experienced growth in the different

10:21:58 4 categories of employees described in this document,

10:22:00 5 correct?

10:22:01 6 MR. RUBIN: Objection. Vague.

10:22:06 7 THE WITNESS: We could go through each of the

10:22:08 8 different functions line by line. And I didn't actually

10:22:14 9 look to look quickly. But if I take engineering, for

10:22:18 10 example well, it's unclear from this data, actually,

10:22:25 11 to be honest, how many employees you're growing and in

10:22:29 12 each of the different, because it's all in percentiles

10:22:34 13 based. So we would have to debunk that into absolutes

10:22:38 14 to be clear but....

10:22:38 15 MR. HARVEY: Q. Sure.

10:22:38 16 A. I agree with you in the aggregate the

10:22:40 17 organization is getting bigger. I can't tell you

10:22:42 18 exactly from this precisely which function is growing,

10:22:46 19 quote/unquote, rapidly.

10:22:50 20 Q. Drawing on your own personal experience, you

10:22:52 21 know

10:22:53 22 A. Yes.

10:22:53 23 Q. regardless

10:22:53 24 A. Yes.

10:22:53 25 Q. of what this says here

10:22:55 1 A. Yes.

10:22:57 2 Q. Google recruited for employees for a variety

10:23:00 3 of different titles and job responsibilities, correct?

10:23:04 4 A. We had a large we were growing a diverse

10:23:09 5 operating company, I would say unlike if you were, for

10:23:12 6 example, hiring into a law firm where you are typically

10:23:16 7 bringing in people in very similar roles and similar

10:23:19 8 levels, so the number of different roles you're

10:23:21 9 recruiting for is quite small.

10:23:22 10 In contrast, in an operating company when

10:23:24 11 you're building it and as you get bigger, that grows.

10:23:28 12 You have a wide variety of roles that you're hiring for.

10:23:32 13 Yes.

10:23:34 14 Q. Okay. And why don't we focus on the recruiting

10:23:37 15 part of that hiring for a moment.

10:23:39 16 A. Sorry, what do you mean by the recruiting part

10:23:40 17 of hiring? I don't actually know.

10:23:43 18 Q. Is that because, to you, hiring is part of

10:23:45 19 recruiting?

10:23:47 20 MR. RUBIN: I think she's just asking you for a

10:23:49 21 clarification.

10:23:50 22 THE WITNESS: Can you just clarify what you

10:23:51 23 mean by recruiting.

10:23:53 24 MR. RUBIN: She's just asking you to clarify

10:23:54 25 your question.

10:41:51 1 you have an understanding of whether Google had a
10:41:53 2 philosophy concerning pay?

10:41:56 3 A. When I started at Google in 2003, we didn't
10:42:01 4 have a stated philosophy. By that I mean, we didn't
10:42:08 5 have a set of specific do's and don'ts, or rules or
10:42:16 6 points of view on specific ways we would develop or
10:42:22 7 target pay. None of that existed that needed to be
10:42:28 8 developed.

10:42:29 9 Q. So in 2003, it was essentially a free for all
10:42:32 10 when it came to compensation at Google?

10:42:35 11 MR. RUBIN: Objection. Mischaracterizes prior
10:42:37 12 testimony.

10:42:38 13 THE WITNESS: I wouldn't characterize our pay
10:42:40 14 practice as a free for all. I would I would say that
10:42:43 15 we in 2003, my recollection is that there were a set
10:42:51 16 of biases that were not expressed very well in clear
10:42:55 17 guidelines that you could take to build out a set of
10:43:01 18 rules. There were certainly sets of biases on
10:43:06 19 approaches to compensation.

10:43:10 20 MR. HARVEY: Q. What were those biases?

10:43:12 21 A. So, for example, like many small, private
10:43:17 22 companies, you have an understanding that the most
10:43:21 23 valuable thing that you can offer to someone you're
10:43:24 24 trying to hire is an opportunity to participate in a
10:43:28 25 company that might go public. So you have a point of

10:43:32 1 view that you have some stock options. At that time
10:43:36 2 options were universally used.

10:43:40 3 And so I would say a bias was, when you're
10:43:42 4 thinking about making an offer, you understood that
10:43:46 5 probably the most attractive thing you could offer was
10:43:51 6 some stock options from a compensation perspective. So
10:43:56 7 I would to me, that doesn't translate into a very
10:44:00 8 concrete philosophy, the way you were using the term,
10:44:02 9 but it's a clear bias in the system.

10:44:05 10 Q. Okay. Did when you started, did Google try
10:44:11 11 to pay its employees fairly?

10:44:19 12 A. From my perspective, and in all of the elements
10:44:22 13 where I led development of our pay practices, I was
10:44:27 14 always focused on trying to pay people fairly. Of
10:44:29 15 course.

10:44:33 16 Your fair and my fair might be different.
10:44:34 17 That's the nature of compensation. But of course, we
10:44:36 18 were trying to pay people fairly for, you know, for
10:44:40 19 their value.

10:44:43 20 Q. So you said that our notions of fairness may
10:44:48 21 differ. What did you understand fairness to mean in
10:44:51 22 that context?

10:44:52 23 MR. RUBIN: Objection. Vague. Ambiguous.

10:44:54 24 THE WITNESS: I think it's a high level
10:44:55 25 question, but the way I would respond to your question

10:44:58 1 about what's fair in pay, is very simply, which is that
10:45:03 2 a person's overall pay, which could include many
10:45:08 3 elements, ought to reflect, overall, the value that
10:45:11 4 they're bring to the organization. It's a sniff test.

10:45:18 5 MR. HARVEY: Q. Was a component of
10:45:20 6 fairness, as you saw it, that two two equally
10:45:27 7 valuable employees should be paid roughly the same?

10:45:30 8 A. Unfortunately, in my experience, pay practices
10:45:33 9 are not that simple.

10:45:35 10 Just to take your very simple example, did
10:45:39 11 those two individuals join at the same time? Have those
10:45:43 12 two individuals progressed at the same rate? Are they
10:45:47 13 giving the same amount of value to me in this past
10:45:50 14 quarter, this past year, over their entire tenure at
10:45:53 15 Google? How should I think about all of those? What's
10:45:55 16 fair? I don't think that's a very black and white
10:45:58 17 question.

10:45:58 18 So pay practices in my experience, you do try
10:46:00 19 to develop some principles. For example, we believe our
10:46:04 20 options is a big part of value we can offer employees.
10:46:08 21 But then, in reality, it's a case by case basis. It's
10:46:13 22 good management and attention to details and looking at
10:46:15 23 individuals that's going to generate the most fair
10:46:19 24 system, to use your term.

10:46:21 25 Q. So I want to focus on the first part of your

10:46:24 1 answer where you gave me examples of how two employees
10:46:27 2 might be situated differently. And let's think about
10:46:32 3 that for a moment.

10:46:34 4 Suppose there are two employees at Google who
10:46:37 5 are similarly situated in every way in which you
10:46:42 6 describe. So for example, they were hired at the same
10:46:45 7 time, they have the same education, they're the same
10:46:51 8 age, and they provide the same value to the company.
10:46:55 9 Should they be paid the same?

10:46:56 10 MR. RUBIN: Objection. Calls for a
10:46:58 11 hypothetical response. Calls for speculation.

10:47:01 12 THE WITNESS: I'm afraid that it is a
10:47:05 13 hypothetical case. And I will I'll repeat, which is
10:47:08 14 that on a case by case basis, you would look at those
10:47:12 15 two individuals, and we would need to sit down and look
10:47:14 16 at those two individuals and decide whether one factor
10:47:19 17 in determining their pay should be each of the other two
10:47:22 18 individuals. And that would never be the sole factor,
10:47:26 19 of course. Because you would also be looking at how
10:47:30 20 does the market pay these individuals. You might also
10:47:34 21 be considering how much were they being paid before they
10:47:37 22 joined. You might also be considering other parts of
10:47:41 23 the company and how did this role compare to that.

10:47:46 24 So in my experience, again, there are so many
10:47:48 25 factors that fair is a very difficult thing to define,

10:47:53 1 and you just simply have to use your best judgment as a
10:47:57 2 manager, and you have to have your best possible list of
10:48:01 3 guiding principles. And diligently work through, you
10:48:04 4 know, lists of people to try to do your best to be as,
10:48:08 5 quote, fair as possible.

10:48:10 6 MR. HARVEY: Q. And I acknowledge that
10:48:11 7 there are other relevant concerns. But one
10:48:13 8 component of fairness is that in examples like that,
10:48:19 9 their compensation should be similar or comparable,
10:48:21 10 correct?

10:48:23 11 A. I guess I'm not accepting your assertion of a
10:48:26 12 hypothetical that they necessarily need to be similar.

10:48:29 13 It is the case that when you are looking at an
10:48:33 14 individual's pay, one of the things you would consider
10:48:37 15 was the pay of other similar individuals. One of many
10:48:41 16 factors. Whether that would lead you to align that
10:48:44 17 person's pay with those other individuals is too
10:48:47 18 difficult to say in a hypothetical. But you would
10:48:50 19 certainly look at that factor.

10:48:52 20 Q. Are you familiar with the term internal equity?

10:48:57 21 A. No. It's not really a term that I typically
10:48:59 22 use.

10:48:59 23 Can you explain what you mean.

10:49:02 24 Q. So your testimony is that you've never heard
10:49:04 25 the term?

10:49:05 1 MR. RUBIN: Objection. Mischaracterizes her
10:49:07 2 testimony.

10:49:09 3 THE WITNESS: I said that it's not a term that
10:49:11 4 I typically use. I don't recall its usage in parlance
10:49:17 5 so I'm not exactly sure what it could mean a variety
10:49:20 6 of things.

10:49:21 7 MR. HARVEY: Okay.

10:49:32 8 (Discussion off the record.)

10:49:41 9 MR. HARVEY: Q. I'm going to hand you
10:49:45 10 what's been marked Plaintiffs' Exhibit 564.

10:49:48 11 (Whereupon, Exhibit 564 was marked for
10:49:48 12 identification.)

10:50:01 13 MR. HARVEY: Q. Just let me know when
10:50:01 14 you're ready.

10:50:02 15 I'll just say that my questions are going to
10:50:04 16 be focused on Sheryl Sandberg's email of April 3rd on
10:50:09 17 the second page and your response.

10:52:31 18 A. Okay. I get the gist of it. Depending on your
10:52:33 19 question, I may have to read more. It's fairly lengthy.

10:52:38 20 Q. Sure. Sure. I appreciate that.

10:52:38 21 Why don't we start with the bottom of page 1.

10:52:41 22 A. Bottom of page 1. Yes.

10:52:48 23 Q. First, did you, in fact, send this email to
10:52:52 24 Sheryl Sandberg and others on April 3rd, 2004?

10:52:56 25 A. I have no recollection of this email, but I

10:55:51 1 way to think of it in a commonsense way is, if that
10:55:54 2 individual was to up and look for that very same job at
10:55:57 3 a different company, what are the ranges of pay that
10:56:01 4 might be possible if they were hireable in that.

10:56:04 5 Separately, I think of the internal market as
10:56:08 6 inside the company, irrespective of how other companies
10:56:12 7 think about that role, how does our how does the
10:56:14 8 internal market value that role relative to other roles
10:56:19 9 at Google.

10:56:21 10 Very simply put, if I looked at the pay range
10:56:23 11 of our service associate, and I looked at the pay range
10:56:28 12 of our engineering directors, let's say, it probably
10:56:32 13 wouldn't make sense if the pay range of the service
10:56:34 14 associate was the same as the pay range of the
10:56:38 15 engineering director, right?

10:56:40 16 Somewhat of a stupid example, but the point is,
10:56:42 17 you would think internally about these pay ranges for
10:56:45 18 these different roles. And at some level,
10:56:48 19 commonsensically, those pay ranges should make sense for
10:56:52 20 the value internally of that role.

10:56:56 21 Often those two things overlap a lot, however,
10:57:00 22 there are instances in which a specific company and
10:57:05 23 I'm not really familiar in other companies that
10:57:07 24 deeply but for example, at Google, where there might
10:57:09 25 be a role that we actually value disproportionately

10:57:14 1 compared to how the outside market values it. So we
10:57:18 2 might adjust our pay range for that.

10:57:19 3 So when I say internal market and external
10:57:22 4 market, broadly speaking, that's what I mean.

10:57:25 5 Q. Great. Thank you for that clarification.

10:57:28 6 In the internal market, I believe you use an
10:57:31 7 example of two employees where one has a title that
10:57:37 8 suggests that the range should be higher than the range
10:57:41 9 for another group of employees.

10:57:44 10 Was it important to maintain a certain
10:57:47 11 relationship in that way? For example, if there were
10:57:54 12 different levels to a particular category of employee,
10:57:56 13 that employees in a lower level, when their pay went up,
10:58:01 14 then the compensation to employees at a higher level
10:58:05 15 would sometimes need to be adjusted to reflect that
10:58:08 16 shift?

10:58:08 17 MR. RUBIN: Objection. Vague. Ambiguous.

10:58:12 18 Calls for speculation.

10:58:19 19 THE WITNESS: That was a rather complicated
10:58:20 20 question. If the question is that when you construct a
10:58:27 21 job ladder, for example, for sales in sales
10:58:34 22 associates. And this is an example of part of a job
10:58:37 23 ladder in this email from Lourdes to Sheryl, I believe.
10:58:45 24 For example, if you looked at these different jobs which
10:58:49 25 are meant to be opportunities for someone to progress up

10:58:53 1 their job ladder, when you constructed the pay scales,
10:58:56 2 you would be having a pay range that increased with
10:59:02 3 increased responsibility as you were promoted up that
10:59:05 4 job ladder.

10:59:07 5 It's I don't remember the specifics of any
10:59:10 6 of the job ladders. I can tell you that it's not all
10:59:15 7 it's certainly not always clean in the sense that you
10:59:18 8 don't have some line, if you're in this job, you're paid
10:59:22 9 below X. There's overlap. But generally speaking, as
10:59:25 10 you went up a job ladder, as your responsibilities grew,
10:59:28 11 as your value grew, your pay range would also increase.
10:59:33 12 But there would be overlaps. And also to our earlier
10:59:38 13 conversation, there would be exceptions. Because pay is
10:59:42 14 individual. Back to my earlier point.

10:59:45 15 MR. HARVEY: Q. It's individual, but it's part
10:59:47 16 of this company wide system where you're trying to
10:59:50 17 maintain fairness in light of what you were discussing,
10:59:53 18 the external market facts, the internal market facts,
10:59:56 19 correct?

10:59:56 20 MR. RUBIN: Objection. Mischaracterizes
10:59:58 21 prior

10:59:59 22 THE WITNESS: Sorry.

10:59:59 23 MR. RUBIN: lengthy description.

11:00:01 24 THE WITNESS: Could you just clarify your
11:00:02 25 question in there.

11:00:03 1 MR. HARVEY: Q. Well, sure.
11:00:04 2 So I'm you stated that pay is individual,
11:00:07 3 but I want to go back to what we've been talking about
11:00:12 4 where Google and you, in trying to create this
11:00:16 5 compensation system, fairness was a principle that you
11:00:19 6 used in that system, correct?

11:00:22 7 MR. RUBIN: Objection. Vague. Ambiguous.
11:00:24 8 Mischaracterizes prior testimony.

11:00:27 9 THE WITNESS: I think when we talked about
11:00:29 10 fairness, we actually agreed or at least I asserted that
11:00:32 11 it was hard to define, so I'm not going to agree with
11:00:35 12 your statement.

11:00:35 13 If your question is whether or not when you
11:00:38 14 design pay structures for companies you think about
11:00:40 15 bands of pay and you think about different bands of pay
11:00:44 16 at different levels, then yes, we did that, and we tried
11:00:47 17 to create bands of pay that reflected the role the
11:00:50 18 individual was playing and and the value that they
11:00:54 19 that role implied.

11:00:58 20 MR. HARVEY: Q. Okay. Thanks.

11:01:00 21 Could you explain how those bands of pay, say
11:01:02 22 for any given job ladder, what was their relationship to
11:01:07 23 each other? So for example, you know, comparing the
11:01:11 24 lower rungs, if I can put it that way, on the job ladder
11:01:14 25 to the higher rungs.

11:01:17 1 MR. RUBIN: Objection. Ambiguous.

11:01:22 2 THE WITNESS: If your question is about the

11:01:24 3 size of the, you know, percent changes between the rungs

11:01:30 4 on a ladder or the ratios, I actually I'm the wrong

11:01:33 5 person to ask. I don't remember those level of detail.

11:01:35 6 MR. HARVEY: Q. Who would be the right person

11:01:36 7 to ask?

11:01:39 8 A. I'd have to speculate to decide at which level

11:01:46 9 of the organization individuals would remember that. So

11:01:52 10 I I mean....

11:01:54 11 Q. Well

11:01:56 12 A. Of course I was exposed to it over time, but

11:01:58 13 this is some time ago and I don't remember the

11:01:59 14 specifics.

11:02:01 15 Q. Okay. Can you explain how Google evaluated the

11:02:35 16 performance of its employees.

11:02:47 17 A. I'm not sure that I can actually explain in an

11:02:52 18 oral statement how we evaluated our employees.

11:02:57 19 Can you break that down for me as well? That's

11:03:00 20 like your previous, you know, initial question, very

11:03:05 21 broad.

11:03:06 22 Q. Did Google, throughout your time there, make an

11:03:09 23 effort to have a systematic way of evaluating its

11:03:13 24 employees?

11:03:13 25 A. Yes. We attempted to systematically evaluate

11:03:17 1 our employees.

11:03:18 2 Q. Did those methods change during your time at

11:03:23 3 Google?

11:03:24 4 A. Yes. Over the period of time in question, the

11:03:28 5 methods changed in terms of how we attempted to evaluate

11:03:31 6 our employees.

11:03:32 7 Q. Why don't we go through it.

11:03:34 8 So starting in 2003, what was Google's method

11:03:40 9 for evaluating performance of its employees?

11:03:43 10 MR. RUBIN: Objection. Vague.

11:03:47 11 THE WITNESS: Is it possible for you to ask me

11:03:49 12 a more specific aspect of evaluation that you're

11:03:53 13 interested in?

11:03:54 14 MR. HARVEY: Q. Well, as it relates to

11:03:55 15 making decisions about compensation.

11:04:00 16 MR. RUBIN: Same objection.

11:04:09 17 THE WITNESS: I'm struggling to answer your

11:04:10 18 question when we had, you know, such a vast array of

11:04:16 19 relevant elements, it seems to me.

11:04:18 20 Is there some particular part of how we

11:04:21 21 evaluated people that you're interested in that I could

11:04:24 22 address?

11:04:25 23 MR. HARVEY: Q. Yeah, why don't we get

11:04:27 24 more specific.

11:04:29 25 [REDACTED]

11:04:32 1 [REDACTED]?

11:04:36 2 A. Google had a mechanism of rating employees. I
11:04:43 3 don't recall exactly when we put it into place, but very
11:04:49 4 early on. And we continue to use a version of that
11:04:54 5 system let's say up through the period in question.
11:04:58 6 I'm less familiar with exactly what we're doing right
11:05:01 7 now.

11:05:04 8 Q. Did Google use a pay system I'm sorry a
11:05:07 9 point system for evaluation from 2003 through 2010?

11:05:15 10 A. [REDACTED]

11:05:23 11 [REDACTED]

11:05:28 12 [REDACTED] [REDACTED].

11:05:35 13 Q. And were there well, first, are you familiar
11:05:39 14 with the term compensable factor.

11:05:46 15 A. No, I'm not familiar with the term compensable
11:05:49 16 factor.

11:05:50 17 Q. The point system, was it on a one to five
11:05:53 18 scale?

11:05:54 19 A. [REDACTED]

11:05:58 20 [REDACTED] [REDACTED]

11:06:04 21 [REDACTED] But that's my recollection in the period in
11:06:07 22 question.

11:06:08 23 Q. [REDACTED]

11:06:14 24 the individuals who [REDACTED]
11:06:17 25 particular employees?

11:06:20 1 MR. RUBIN: Objection. Vague.

11:06:26 2 THE WITNESS: I can't answer your question in

11:06:27 3 terms of which named individual [REDACTED] to which

11:06:33 4 [REDACTED]. [REDACTED]

11:06:37 5 [REDACTED]

11:06:41 6 management chain, be responsible for [REDACTED]

11:06:49 7 [REDACTED] [REDACTED]

11:06:54 8 [REDACTED]

11:07:01 9 MR. HARVEY: Q. [REDACTED]

11:07:02 10 [REDACTED]

11:07:06 11 [REDACTED]

11:07:09 12 [REDACTED]

11:07:10 13 A. I'm sorry, I don't understand that last part of

11:07:12 14 your question.

11:07:14 15 Q. So for a particular employee working for

11:07:18 16 Google, say in 2005

11:07:20 17 A. Yes.

11:07:22 18 Q. [REDACTED]

11:07:24 19 [REDACTED]?

11:07:31 20 A. I don't recall specifically 2005, but the most

11:07:35 21 common pattern throughout this period was that each

11:07:39 22 individual [REDACTED]

11:07:48 23 [REDACTED]. And at different times, [REDACTED]

11:07:53 24 [REDACTED]

11:07:59 25 [REDACTED]

11:08:04 1 [REDACTED]

11:08:07 2 [REDACTED]

11:08:10 3 [REDACTED].

11:08:15 4 Q. Okay. [REDACTED]

11:08:21 5 [REDACTED]

11:08:23 6 [REDACTED]

11:08:27 7 [REDACTED],

11:08:32 8 [REDACTED]

11:08:42 9 A. [REDACTED]

11:08:46 10 [REDACTED]

11:08:51 11 [REDACTED]

11:08:58 12 [REDACTED]

11:09:04 13 [REDACTED] [REDACTED]

11:09:08 14 [REDACTED]

11:09:12 15 [REDACTED]

11:09:14 16 But generally speaking, [REDACTED]

11:09:16 17 [REDACTED]

11:09:21 18 [REDACTED]

11:09:24 19 [REDACTED]

11:09:30 20 [REDACTED] [REDACTED]

11:09:32 21 [REDACTED]

11:09:38 22 [REDACTED]

11:09:42 23 [REDACTED].

11:09:45 24 Q. Okay. Did Google have a single company wide

11:10:00 25 budget for salary increases?

11:10:03 1 MR. RUBIN: Ambiguous as to time.

11:10:07 2 MR. HARVEY: Q. From when you started

11:10:09 3 until the present time, to your knowledge.

11:10:18 4 A. I don't remember the details of how we managed

11:10:23 5 budget relative to compensation changes, and it changed

11:10:30 6 over time. [REDACTED] Y

11:10:38 7 [REDACTED]

11:10:42 8 [REDACTED]

11:10:46 9 [REDACTED] [REDACTED]

11:10:50 10 [REDACTED]

11:10:57 11 [REDACTED] And it also was managed

11:11:01 12 differently at different points in time.

11:11:18 13 Q. But for any given year, there was a budget for

11:11:22 14 compensation, correct?

11:11:24 15 A. [REDACTED].

11:11:28 16 [REDACTED]

11:11:33 17 [REDACTED]

11:11:39 18 [REDACTED] [REDACTED]

11:11:48 19 [REDACTED]

11:11:55 20 [REDACTED]

11:12:00 21 [REDACTED]

11:12:03 22 [REDACTED].

11:12:08 23 Q. Maybe I'm not being clear. I'm not asking

11:12:10 24 about the relationship between budgets and compensation

11:12:14 25 decisions or timing or any of that. I'm just asking a

11:24:31 1 Q. Okay. Have you ever discussed or thought about
11:24:42 2 whether, you know, Googlers choose to work for Google
11:24:46 3 for reasons other than money or benefits?

11:24:50 4 MR. RUBIN: Objection. Overly broad. Calls
11:24:53 5 for speculation.

11:25:05 6 THE WITNESS: The way I would answer your
11:25:06 7 question is rather than talk about why people join, I
11:25:08 8 would answer your question and explain why people stay.

11:25:13 9 On a routine basis, we conduct surveys of our
11:25:17 10 existing employees, and one of the questions we ask is,
11:25:22 11 why are you staying at Google. And the answer, in my
11:25:27 12 time line of exposure to that, which overlaps with the
11:25:33 13 period in question, is relatively consistent. People
11:25:37 14 choose to stay at Google because of the cohort they get
11:25:40 15 to work with. In other words, they enjoy their
11:25:43 16 colleagues. Because of the quality of the and nature
11:25:47 17 of the problems they get to work on. In other words,
11:25:49 18 they get to do interesting work. And those were
11:25:55 19 consistently the first and second factors that explained
11:25:59 20 why they chose to stay at Google.

11:26:02 21 And then the third was broadly described as the
11:26:05 22 work environment, which is different things to different
11:26:08 23 people. For some people that's because they have we
11:26:12 24 have mother's rooms and mother's parking. For other
11:26:18 25 people, it's because there was laundry rooms and free

11:26:20 1 food. It depends on the individual. But in general,
11:26:22 2 the work environment was always the third.

11:26:26 3 So that's a fact based answer to your question
11:26:28 4 of why people at least were choosing to stay at Google.

11:26:32 5 MR. HARVEY: Thank you.

11:27:06 6 Q. Please take a look at what's been marked
11:27:08 7 Plaintiffs' Exhibit 551.

11:27:09 8 (Whereupon, Exhibit 551 was marked for
11:27:09 9 identification.)

11:28:17 10 THE WITNESS: Okay.

11:28:18 11 MR. HARVEY: Q. I just want to get into
11:28:19 12 some of the vocabulary here and just walk through
11:28:22 13 the email.

11:28:23 14 Well, first I want to ask, who is Jeffrey
11:28:27 15 Donovan?

11:28:31 16 A. My recollection is that Jeffrey was one of
11:28:38 17 the was in our law group somewhere. I don't recall
11:28:42 18 that he was part of the people ops organization.

11:28:58 19 Q. Okay. Did he, in fact, send you this email
11:29:00 20 I guess you were cc'd on January 19th, 2004?

11:29:05 21 A. I don't have any recollection of this email,
11:29:07 22 but I have no reason to believe that I wasn't cc'd on it
11:29:11 23 as this exhibit suggests.

11:29:15 24 Q. If you go to point one in his email where he
11:29:18 25 says, "Confirm the levels for each person." Are levels

11:29:22 1 for employees a concept with which you're familiar?

11:29:30 2 A. Yes. The idea that we had employees at

11:29:33 3 different levels is a concept I'm familiar with. I

11:29:38 4 don't know what he's specifically referring to here.

11:29:41 5 It's unclear. But generally speaking, we'd had

11:29:46 6 different levels for employees. Yes.

11:29:49 7 Q. And just for clarity, I won't ask you to get

11:29:52 8 into Mr. Donovan's mind. I'm just using this as a way

11:29:55 9 to get your understanding of what different terms mean.

11:30:00 10 So what did well, how did Google level its

11:30:07 11 employees?

11:30:07 12 MR. RUBIN: How did Google I'm sorry?

11:30:09 13 MR. HARVEY: It's not put very artfully.

11:30:10 14 Q. But how did Google use leveling in the sense of

11:30:13 15 why was it relevant to compensation at Google?

11:30:20 16 A. I'll try to answer your question.

11:30:22 17 We spoke earlier about the fact that you would

11:30:26 18 have what I refer to as a job ladder, and that

11:30:30 19 terminology may have changed over time. But within a

11:30:36 20 job ladder, we would typically refer to, for example,

11:30:39 21 the lowest level position we would refer to those as

11:30:44 22 levels on a ladder. So perhaps you were hired into an

11:30:50 23 entry level position. It doesn't necessarily mean your

11:30:54 24 first job was the bottom of the ladder.

11:30:56 25 But there would be some position at the bottom

11:30:57 1 of a ladder which reflected a level, and then I think
11:31:02 2 sometimes it was called zero and sometimes one. I don't
11:31:05 3 recall, and I think it changed over time. But, you
11:31:07 4 know and then it was numbered for ease of
11:31:11 5 understanding that if you discussed a specific role, you
11:31:16 6 could understand that that role was at a specific level
11:31:19 7 on a certain job ladder.

11:31:25 8 Q. Okay. And the concept of well, scratch
11:31:29 9 that.

11:31:34 10 In the second point, he says, "Place unmatched
11:31:37 11 people into a level and give them a salary range."

11:31:42 12 Did or were there occasionally employees at
11:31:46 13 Google who weren't put into a level that Google
11:31:49 14 identified and then figured out where to put them?

11:31:52 15 A. Again, I don't remember January of 2004 very
11:31:56 16 well. What I do remember is that we needed to create
11:32:05 17 sets of these as we created new roles in the company,
11:32:11 18 we needed to create job ladders and we typically had
11:32:14 19 levels of them. And it would certainly be the case in
11:32:19 20 January 2004 that on a regular basis, we would be
11:32:23 21 creating new group entire new groups for the company
11:32:28 22 which would imply new roles and would imply new ladders
11:32:34 23 and new levels, and it would certainly be the case that
11:32:37 24 those might be pre populated, if you will.

11:32:40 25 So there would be employees who were performing

11:32:43 1 those roles ahead of us actually figuring out that we
11:32:47 2 what the new job ladder would be and where the role sat
11:32:52 3 on it and levels and so on.

11:32:53 4 So the question of whether or not an individual
11:32:56 5 employee at some time may have existed in this period
11:33:00 6 and not have had a clear level or role for some period
11:33:05 7 of time, I think that's certainly the case, yes.

11:33:19 8 Q. In point 2b, he says, "Include" I'm sorry.

11:33:23 9 He says, [REDACTED]

11:33:28 10 [REDACTED]. "

11:33:33 11 In your experience at Google, were there

11:33:35 12 [REDACTED]

11:33:37 13 [REDACTED]

11:33:41 14 A. I don't know what he means by [REDACTED]

11:33:44 15 so I'm not going to try to interpret. Let me answer

11:33:47 16 your question about whether or not we ever had

11:33:50 17 individuals who were [REDACTED]

11:33:53 18 The answer to that question is, yes. Which is

11:33:57 19 that you would hire individuals, and you would hire them

11:34:01 20 into a certain role. And based on the interview process

11:34:06 21 and our anticipation of the value that they would add to

11:34:11 22 the company, we would slot them into a specific level.

11:34:15 23 It's it did happen on occasion where we

11:34:18 24 simply guessed wrong, right? The interview process is

11:34:22 25 well understood to be an imperfect process. And the

11:34:33 1 [REDACTED]

11:34:37 2 [REDACTED]

11:34:41 3 [REDACTED]

11:34:45 4 [REDACTED]

11:34:49 5 [REDACTED]

11:34:54 6 [REDACTED]

11:34:56 7 [REDACTED]

11:35:00 8 [REDACTED]

11:35:03 9 [REDACTED]. That's my memory of where the term
11:35:06 10 would come up.

11:35:13 11 MR. RUBIN: Dean

11:35:13 12 MR. HARVEY: Yep.

11:35:13 13 MR. RUBIN: I think it's a good time for a
11:35:15 14 break and I actually have to go to the restroom.

11:35:17 15 MR. HARVEY: Well, I have no objection to that,

11:35:18 16 so....

11:35:19 17 MR. RUBIN: Okay. Good.

11:35:19 18 MR. HARVEY: All right.

11:35:20 19 THE VIDEOGRAPHER: The time is 11:35 a.m.

11:35:25 20 We're going off the record. This is the end of video

11:35:29 21 No. 2.

11:35:35 22 (Recess taken.)

11:50:12 23 THE VIDEOGRAPHER: This is the beginning of

11:50:14 24 video No. 3 in the deposition of Shona Brown. The time

11:50:17 25 is 11:50 a.m.

05:11:20 1 Q. When did Facebook [sic] begin entertaining the
05:11:34 2 idea of doing a company wide raise that was referred to
05:11:39 3 internally as the big bang?

05:11:43 4 A. Did you mean to say Google?

05:11:45 5 Q. Yes, I did. Thank you. Sorry, it's getting
05:11:47 6 late.

05:11:53 7 A. What we typically or what we have referred
05:11:54 8 to as big bang is when we announce a series of actions,
05:12:03 9 most notably the 10 percent salary increase. And that
05:12:07 10 is I forget the exact date, to be honest, but it is
05:12:12 11 really an end point in an evolution. It's best
05:12:16 12 understood if you look at our compensation over time.
05:12:18 13 We start as a very small company offering, some might
05:12:22 14 say, too small salaries. We're always meritocratic.
05:12:30 15 There's some cash bonus in there, but our biggest
05:12:34 16 offering from a compensation perspective is our options
05:12:37 17 at that time.

05:12:38 18 As we become a public company, as the relative
05:12:41 19 rate of growth of our stock price, right, is is less
05:12:44 20 for newer employees coming in, we, like many other
05:12:48 21 companies, the nature of our compensation package, in
05:12:51 22 terms of what's attractive, starts to change.

05:12:54 23 We're also serving our employees throughout
05:12:56 24 this period. And as you go from a small com startup
05:13:01 25 where everyone joining you has well, most people

05:13:05 1 [REDACTED]
05:13:08 2 [REDACTED].
05:13:09 3 [REDACTED]
05:13:10 4 [REDACTED]
05:13:13 5 [REDACTED]
05:13:16 6 [REDACTED] [REDACTED]
05:13:20 7 [REDACTED]
05:13:22 8 [REDACTED] [REDACTED]
05:13:25 9 [REDACTED]
05:13:29 10 [REDACTED]
05:13:31 11 [REDACTED].

05:13:33 12 So the outcome of that was a decision to
05:13:37 13 actually look at that and for the only incident I can
05:13:43 14 recall when we unilaterally, in other words, without a
05:13:46 15 performance orientation to it, we looked across the
05:13:49 16 whole company, and we said we're going to give a
05:13:51 17 10 percent it doesn't it was a percentile but
05:13:53 18 still, we gave it to everybody. A 10 at least I
05:13:55 19 recall it being everybody. A 10 percent raise and

05:14:00 20 [REDACTED]
05:14:03 21 [REDACTED] So from a responsibility perspective of thinking
05:14:06 22 about our you know, as a management team, it wasn't a
05:14:11 23 silly thing to do.

05:14:12 24 And what's interesting is the value that you
05:14:15 25 would get in terms of employees appreciating that, we

05:14:18 1 [REDACTED]

05:14:21 2 [REDACTED] . [REDACTED]

05:14:25 3 [REDACTED]

05:14:28 4 [REDACTED] .

05:14:30 5 That's the orientation behind it, and that leads up to

05:14:34 6 what's commonly called big bang or the announcement of

05:14:37 7 our our wage increase across the company.

05:14:39 8 To my knowledge, it's the only time we did

05:14:41 9 anything, you know, across everybody that wasn't

05:14:45 10 performance oriented and case by case and so on.

05:14:51 11 MR. HARVEY: Q. If you could please take a

05:14:53 12 look at Exhibit 625.

05:15:00 13 (Whereupon, Exhibit 625 was marked for

05:15:00 14 identification.)

05:15:14 15 MR. HARVEY: Q. And I'm only going to ask

05:15:15 16 you about Jonathan Rosenberg's email towards the top

05:15:20 17 and your response.

05:15:24 18 A. Jonathan Rosenberg's oh, wait. Sorry. I

05:15:26 19 just want to see what's up.

05:15:34 20 Q. Sure.

05:16:25 21 A. Okay.

05:16:27 22 Q. Did you write this email to the OC I'm

05:16:29 23 sorry to Jonathan Rosenberg copying the OC and Bill

05:16:33 24 Campbell on October 9th, 2010?

05:16:37 25 A. Yes. I don't recall the email, but it looks to

05:16:39 1 be an email from me to Jonathan in October 2010. Yes.

05:16:44 2 Q. Okay. Starting with your email, what were you referring to when you wrote, "The well known downside of 05:16:49 3 what we have chosen to do"?

05:16:52 4 A. I don't remember what I'm referring to,

05:17:01 5 but in the context of Jonathan's email below, I'm

05:17:03 6 speaking to this point that we discussed earlier, which

05:17:07 7 is that when you are choosing to counteroffer at times,

05:17:10 8 even if you're thoughtful about it, if it starts to be

05:17:16 9 understood, you know, in pockets of the company or just

05:17:20 10 people start to feel like that's happening, you're going

05:17:22 11 to create some concerns about, well, if I'm not somebody

05:17:25 12 who's sought to leave the company and I haven't,

05:17:30 13 therefore, gotten a counteroffer, am I being treated

05:17:35 14 fairly in terms of the compensation that I get relative.

05:17:39 15 Now, they may not know the details, but their

05:17:43 16 gossip is usually worse than reality, right? So that's

05:17:46 17 the point that I'm I expect I'm alluding to

05:17:48 18 there.

05:17:49 19 Q. Okay. And well, could you explain what you

05:17:56 20 meant by the sentence, "And hope that big bang and other

05:18:02 21 efforts we take short circuits the whole loop

05:18:05 22 dramatically causing less people to seek other offers in

05:18:10 23 the first place"?

05:18:11 24 A. Yes. I would I mean, this is consistent

05:57:24 1 that we actually used outside compensation consultants,
05:57:27 2 but what he's suggesting is that this is reliable
05:57:32 3 information about the planned budget. It's not clear to
05:57:34 4 me at all that a Googler actually called up, you know,
05:57:36 5 an Amazon person to accomplish this. It's unclear from
05:57:40 6 the way he's expressed it.

05:57:42 7 MR. HARVEY: Q. When he says we called tech
05:57:44 8 companies, is there anything unclear about that?

05:57:46 9 A. I

05:57:46 10 MR. RUBIN: I think that's what she's telling
05:57:47 11 you. So objection. Argumentative. Not listening to
05:57:51 12 the answer.

05:57:55 13 THE WITNESS: I'll just repeat that my
05:57:57 14 interpretation in an email like this at a summary level
05:58:00 15 when he says, we called tech companies, he's simply
05:58:03 16 trying to say that we have access to information that we
05:58:06 17 believe reliably comes from those companies directly
05:58:09 18 that this is their planned budgets. I don't know how he
05:58:12 19 went about getting the information.

05:58:13 20 The context for this is the economy the
05:58:16 21 state of the economy in the fall of 2008 and trying to
05:58:19 22 understand whether or not other companies are thinking
05:58:22 23 it's appropriate when you have increasing portions of
05:58:26 24 the U.S. getting laid off, et cetera, to have the
05:58:30 25 technology sector giving increases and what is

05:58:32 1 appropriate.

05:58:33 2 It's it's it is common practice, across

05:58:36 3 compensation consultant firms to understand, you know,

05:58:39 4 what the sort of average salary increases the

05:58:44 5 information is usually dated but what the average salary

05:58:47 6 increases are to keep up with the increased cost of

05:58:50 7 living, et cetera. So that's the context in which this

05:58:51 8 is being presented.

05:58:53 9 MR. HARVEY: Q. Can you identify a single

05:58:56 10 survey or a single consulting company that would provide

05:59:00 11 company specific merit budgets that are

05:59:07 12 A. I don't

05:59:07 13 Q. yet to be finalized in one case?

05:59:11 14 A. No, I don't know the de as I say, I don't

05:59:12 15 know the details of how he put together this

05:59:14 16 information.

05:59:14 17 Q. Well, I'm just asking you, apart from the

05:59:16 18 document, can you identify a single survey company or

05:59:20 19 consultancy that would provide this kind of information

05:59:24 20 to Google?

05:59:25 21 A. I don't have a good memory of exactly it's

05:59:25 22 been a while since I've actually looked at specific

05:59:29 23 survey data by survey companies and what they're able to

05:59:32 24 provide at what level. So I can't tell you that.

05:59:34 25 Q. Okay. How did Google determine the pay ranges

05:59:55 1 that we described earlier I'm sorry, that you
05:59:58 2 testified about earlier?

06:00:04 3 A. I'll answer the question of how pay ranges were
06:00:07 4 created at a very high level because I think the details
06:00:10 5 of how that's done probably changes over the time period
06:00:13 6 in question.

06:00:16 7 But these components are probably a part of it
06:00:19 8 and, again, I'm I'm probably a bit too far above it
06:00:22 9 to give you the specifics. But one is that you would
06:00:25 10 attempt to understand, for all of the roles in your
06:00:29 11 company, how they matched to roles in the outside in
06:00:33 12 the market. So usually third parties are involved to
06:00:37 13 help companies with this process, but what you're trying
06:00:40 14 to understand is, if you will, a role match.

06:00:43 15 Sometimes you have roles inside your company
06:00:45 16 where that's very difficult to do. You just don't hire
06:00:48 17 the same type of people to do the same type of job. But
06:00:52 18 generally speaking, what you're trying to understand is,
06:00:53 19 for somebody who is in this role, what are other
06:00:57 20 companies paying people who do this kind of work. So
06:01:00 21 that's one data point that you would use.

06:01:05 22 The term that's often used in reference to
06:01:07 23 that, and I don't know if we still use it, is a market
06:01:10 24 reference point. And that's that's meant to be
06:01:13 25 describing a and it's different for different

06:01:17 1 types different parts of pay, but it's meant to be
06:01:20 2 describing either a mean or median associated with that
06:01:23 3 external market and that role.

06:01:26 4 The second part of your pay structure is,
06:01:29 5 though, then looking internally, right? And you're
06:01:33 6 trying to understand, okay, the outside world thinks of
06:01:37 7 this role in the following way. Terrific. Is that
06:01:39 8 entirely consistent with how we think about that role?
06:01:43 9 Would we hire the very same types of people? Would we
06:01:46 10 have them do really the very same types of work? Would we
06:01:49 11 we value them in the very same way? If that's the case,
06:01:52 12 your pays your pay range might actually match
06:01:54 13 perfectly that pay range that is reflected in the
06:01:57 14 aggregate external market data. If it's not, it will
06:02:01 15 differ.

06:02:03 16 [REDACTED]

06:02:05 17 [REDACTED]

06:02:07 18 [REDACTED] [REDACTED]

06:02:11 19 [REDACTED].

06:02:12 20 And then another input would be, okay, great.
06:02:17 21 We understand pay ranges. We've just compared ourself
06:02:19 22 to some companies who give no stock, say. Or maybe they
06:02:23 23 have defined benefit plans and we don't, right? So you
06:02:26 24 have to take into account the other elements of pay as
06:02:29 25 well and factor that into whether or not it's an apples

06:02:31 1 to apples as you think about your pay structure that
06:02:34 2 you're creating.

06:02:38 3 So at a high level now, exactly, you know,
06:02:41 4 how we did all of those steps, I think it changes a lot,
06:02:45 5 you know, over time. It changes as we get bigger, more
06:02:48 6 complex, et cetera. But generally speaking, those would
06:02:50 7 be inputs into it's my understanding of how you would
06:02:53 8 think about creating pay bands.

06:02:56 9 Q. And would your answer stay the same for how
06:03:00 10 Google would determine range minimums and maximums?

06:03:07 11 A. I think my answer is consistent with the
06:03:10 12 creation of pay bands, which for me, that includes mins
06:03:15 13 and maxes, as well as probably some sense of either a
06:03:19 14 median or a mean, whichever approach you're using.
06:03:22 15 People use different ways of doing it.

06:03:43 16 MR. HARVEY: I think that's the end of my
06:03:48 17 questions on the current documentary record.

06:03:50 18 Unless you have any questions?

06:03:52 19 MR. RUBIN: We don't have any questions.

06:03:53 20 So as I said in my letter to you on I think the
06:03:57 21 25th, either when your questions end or when seven hours
06:04:01 22 end, the deposition's closed, we know that there's a
06:04:03 23 pending motion to compel. And as we said, although the
06:04:07 24 deposition is closed, if you are successful in that
06:04:09 25 motion and you come to us with particular documents that

06:04:11 1 you think it's imperative for you to be able to ask
06:04:17 2 Ms. Brown additional questions, we'll take that under
06:04:19 3 advisement. But we reserve the right to take the
06:04:23 4 position that the deposition continues to be closed.

06:04:24 5 MR. HARVEY: Well, I disagree that the
06:04:26 6 deposition is closed. From plaintiffs' perspective, the
06:04:29 7 deposition will remain open pending the result of our
06:04:31 8 motion to compel.

06:04:32 9 I understand you're reserving all your
06:04:34 10 objections, but I want to make that clear for the
06:04:34 11 record.

06:04:35 12 MR. RUBIN: Right. And we just are invoking
06:04:37 13 the Federal Rules of Civil Procedure that says seven
06:04:39 14 hours. You're ending, I think, at 6.54, so....

06:04:41 15 You do have six more minutes, but, otherwise,
06:04:43 16 the deposition is closed if you have no more questions.

06:04:47 17 MR. HARVEY: Again, I'll just reiterate that
06:04:51 18 our position is that the deposition is not closed. I
06:04:53 19 disagree with your characterization that a fixed seven
06:04:58 20 hours would be the extent of what we would be entitled
06:05:02 21 to on these facts and on these documents.

06:05:04 22 MR. RUBIN: Okay. Well, I think our letter
06:05:06 23 exchanges speak to our respective positions, so....

06:05:09 24 With that, the deposition is closed from
06:05:11 25 Google's perspective and thank you.

1 I, Gina V. Carbone, Certified Shorthand
2 Reporter licensed in the State of California, License
3 No. 8249, hereby certify that the deponent was by me
4 first duly sworn and the foregoing testimony was
5 reported by me and was thereafter transcribed with
6 computer aided transcription; that the foregoing is a
7 full, complete, and true record of said proceedings.

8 I further certify that I am not of counsel or
9 attorney for either of any of the parties in the
10 foregoing proceeding and caption named or in any way
11 interested in the outcome of the cause in said caption.

12 The dismantling, unsealing, or unbinding of
13 the original transcript will render the reporter's
14 certificates null and void.

15 In witness whereof, I have hereunto set my
16 hand this day: February 1, 2013.

17 ____ Reading and Signing was requested.

18 ____ Reading and Signing was waived.

19 __X__ Reading and signing was not requested.

20

21

22

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24

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25

Page Line

58 16

Change: from "also was running." to "also was running staffing."

Reason: last word of sentence accidentally omitted from transcript

205 19

Change: from "adjuster" to "gesture"

Reason: incorrect word in transcript

207 21

Change: from "do-not policy" to "do-not call policy"

Reason: word policy accidentally omitted from transcript

Change:

Reason:

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Reason:

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Reason:

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Reason:

SLS

Subject to the above changes, I certify that the transcript is true and correct.

No changes have been made. I certify that the transcript is true and correct.

Shulene
(signature)

March 26 / 2013
(date)